

DECLARATION
AND POWER OF ATTORNEY
Original Application

As a below named inventor, I declare that the information given herein is true, that I believe that I am the original, first and sole inventor if only one name is listed at 1 below, or a joint inventor if plural inventors are named below, of the invention entitled:

COMPOUNDS AND COMPOSITIONS FOR DELIVERING ACTIVE AGENTS

which is described and claimed in:

the attached specification or the specification in application
Serial No. 08/820,694, filed March 18, 1997
(for declaration not accompanying appl.)

that I do not know and do not believe that the same was ever known or used in the United States of America before my or our invention thereof or patented or described in any printed publication in any country before my or our invention thereof, or more than one year prior to this application, or in public use or on sale in the United States of America more than one year prior to this application, that the invention has not been patented or made the subject of an inventor's certificate issued before the date of this application in any country foreign to the United States of America on an application filed by me or my legal representatives or assigns more than twelve months prior to this application, that I acknowledge my duty to disclose information of which I am aware which is material to patentability in accordance with 37 CFR §1.56. I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above. I hereby claim the priority benefits under 35 U.S.C. 119 of any application(s) for patent or inventor's certificate listed below. All foreign applications for patent or inventor's certificate on this invention filed by me or my legal representatives or assigns prior to the application(s) of which priority is claimed are also identified below.

PRIOR APPLICATION(S), IF ANY, OF WHICH PRIORITY IS CLAIMED

<u>COUNTRY</u>	<u>APPLICATION NO.</u>	<u>DATE OF FILING</u>
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U.S.	60/017,902	March 29, 1996
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ALL FOREIGN APPLICATIONS, IF ANY, FILED PRIOR
TO THE APPLICATION(S) OF WHICH PRIORITY IS CLAIMED

COUNTRY APPLICATION NO. DATE OF FILING

POWER OF ATTORNEY:

As a named inventor, I hereby appoint the following attorney(s) and/or agents(s) to prosecute this application and transact all business in the Patent and Trademark office connected therewith: Gordon D. Coplein #19,165, William F. Dudine, Jr. #20,569, Michael J. Sweedler #19,937, S. Peter Ludwig #25,351, Paul Fields #20,298, Harold E. Wurst #22,183, Joseph B. Lerch #26,936, Melvin C. Garner #26,272, Ethan Horwitz #27,646, Beverly B. Goodwin #28,417, Adda C. Gogoris #29,714, Martin E. Goldstein #20,869, Bert J. Lewen #19,407, Henry Sternberg #22,408, Robert A. Green #28,301, Peter C. Schechter #31,662, Robert Schaffer #31,194, David R. Francescani #25,159, Robert C. Sullivan, Jr. #30,499, Ira J. Levy #35,587, Joseph R. Robinson #33,448

all of the firm of DARBY & DARBY P.C., 805 Third Avenue, New York, NY 10022

SEND CORRESPONDENCE TO:

DIRECT TELEPHONE CALLS TO:

DARBY & DARBY P.C.
805 Third Avenue
New York, NY 10022

Joseph R. Robinson
212-527-7700

FULL NAME AND RESIDENCE OF INVENTOR 1

LAST NAME: LEONE-BAY FIRST NAME: Andrea MIDDLE NAME:

CITY: Ridgefield **STATE OR FOREIGN COUNTRY:** Connecticut **COUNTRY OF CITIZENSHIP:** U.S.

POST OFFICE ADDRESS: 20 Woodland Way CITY: Ridgefield STATE OR COUNTRY: Connecticut ZIP CODE: 06877

FULL NAME AND RESIDENCE OF INVENTOR 2

LAST NAME: MILSTEIN FIRST NAME: Sam MIDDLE NAME: J

CITY: Larchmont STATE OR FOREIGN COUNTRY: New York COUNTRY OF CITIZENSHIP: U.S.

POST OFFICE ADDRESS: 1 Knollwood Drive CITY: Larchmont STATE OR COUNTRY: New York ZIP CODE: 10538

FULL NAME AND RESIDENCE OF INVENTOR 3

LAST NAME: SARRUBI FIRST NAME: Donald MIDDLE NAME: J

CITY: Bronxville STATE OR FOREIGN COUNTRY: New York COUNTRY OF CITIZENSHIP: U.S.

POST OFFICE ADDRESS: 18 Lawton Lane CITY: Bronxville STATE OR COUNTRY: New York ZIP CODE: 10708

FULL NAME AND RESIDENCE OF INVENTOR 4

LAST NAME: LEIPOLD FIRST NAME. Harry MIDDLE NAME:

CITY: Elmsford STATE OR FOREIGN COUNTRY: New York COUNTRY OF CITIZENSHIP: U.S

POST OFFICE ADDRESS: 63 Town Green Drive CITY Elmsford STATE OR COUNTRY New York ZIP CODE 10523

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

SIGNATURE OF INVENTOR 1: Leipold DATED: 12-1-97

SIGNATURE OF INVENTOR 2: S. C. DATED: 12-2-97

SIGNATURE OF INVENTOR 3: Leipold DATED: 12/1/97

SIGNATURE OF INVENTOR 4: Leipold DATED: 12/1/97

COPY PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

-Andrea Leone-Bay, Sam J. Milstein, Donald Sarubbi, and Harry Leipold

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other

Execution Date: 9/3/01, 9/5/01, 9/18/01, 9/21/01,

2. Name and address of receiving party(ies):

Name: **EMISPHERE TECHNOLOGIES, INC.**

Internal Address:

Street Address: **765 Old Saw Mill River Road**

City: **Tarrytown**, State: **NY** Zip: **10591**

J1021 U.S. Patent and Trademark Office
10/00551 pro
10/01

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

EXPRESS MAIL CERTIFICATE
9/28/01 8000505763 - US

If this document is being filed together with a new application, the execution date of the application is:

Date 9/28/01 Label No. 1

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for

B. Patent Office, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

D. Perez

Name (Print)

D. Perez

Signature

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Darby & Darby P.C.

Internal Address: Jay P. Lessler

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

04-0100

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jay P. Lessler (41,151)
Name of Person Signing

Signature

September 28, 2001
Date

Total number of pages including cover sheet, attachments, and document:

7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT

I, **Andrea Leone-Bay**, a citizen of U.S., residing at 20 Woodland Way, Ridgefield, CT 06877; and

I, **Sam J. Milstein**, a citizen of U.S., residing at 105 Willow Avenue, Larchmont, NY 10538; and

I, **Donald Sarubbi**, a citizen of U.S., residing at 64 Gail Court, Carmel, NY 10512; and

I, **Harry Leipold**, a citizen of U.S., residing at ~~63 Town Green Drive, Elmsford, NY 10523~~, ^{65 Rolling Hills Road, Ht} Thornwood, NY 10594

(hereinafter called "ASSIGNOR") in consideration of the sum of One Dollar (\$1.00) or the equivalent thereof, and other good and valuable consideration, receipt of which is hereby acknowledged, paid to me by

Emisphere Technologies, Inc.

a corporation organized under the laws of New York, located at 765 Old Saw Mill River Road, Tarrytown, NY 10591, (hereinafter called the "ASSIGNEE"), do hereby sell and assign to said ASSIGNEE, its successors and assigns, all my right, title and interest, throughout the world, including priority rights, in and to my invention entitled:

COMPOUNDS AND COMPOSITIONS FOR DELIVERING ACTIVE AGENTS

invented by me, as a co-inventor if other inventors are identified above, and described in U.S. Patent Application Serial No. 08/820,694 filed **March 18, 1997** for United States Letters Patent therefor, and all divisions, reissues, continuations and extensions thereof, said interest being **my entire ownership interest** in said Letters Patent when granted, to be held and enjoyed by said ASSIGNEE, its successors, assigns or other legal representatives, to the full end of the term for which said Letters patent may be granted, as fully and entirely as the same would have been held and enjoyed by me if this assignment and sale had not been made;

And I hereby agree to sign and execute any further documents or instruments which may be necessary, lawful, and proper in the prosecution of said above-named application or in the preparation and prosecution of any continuing,

continuation-in-part, substitute, divisional, renewal or reissue applications, or in any amendment, extension, or interference proceedings, or otherwise to secure the title thereto in said ASSIGNEE;

And I hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to said ASSIGNEE.

I declare under penalty of perjury under the laws of the United States of America that I have signed this document as my own free act and that all of the foregoing is true and correct.

Andrea Leone-Bay

DATED: _____

Sam J. Milstein

DATED: _____

Donald Sarubbi

DATED: _____

Harry Leipold

DATED: 9/18/67

ASSIGNMENT

I, **Andrea Leone-Bay**, a citizen of U.S., residing at 20 Woodland Way, Ridgefield, CT 06877; and

I, **Sam J. Milstein**, a citizen of U.S., residing at 105 Willow Avenue, Larchmont, NY 10538; and

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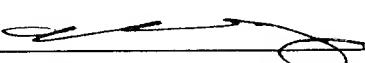
invented by me, as a co-inventor if other inventors are identified above, and described in U.S. Patent Application Serial No. 08/820,694 filed **March 18, 1997** for United States Letters Patent therefor, and all divisions, reissues, continuations and extensions thereof, said interest being **my entire ownership interest** in said Letters Patent when granted, to be held and enjoyed by said ASSIGNEE, its successors, assigns or other legal representatives, to the full end of the term for which said Letters patent may be granted, as fully and entirely as the same would have been held and enjoyed by me if this assignment and sale had not been made;

And I hereby agree to sign and execute any further documents or instruments which may be necessary, lawful, and proper in the prosecution of said above-named application or in the preparation and prosecution of any continuing,

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I declare under penalty of perjury under the laws of the United States of America that I have signed this document as my own free act and that all of the foregoing is true and correct.



Andrea Leone-Bay

DATED: 9-3-01

Sam J. Milstein



Donald Sarubbi

DATED: _____

DATED: 9/21/01

Harry Leipold

DATED: _____

ASSIGNMENT

I, **Andrea Leone-Bay**, a citizen of U.S., residing at 20 Woodland Way, Ridgefield, CT 06877; and

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I declare under penalty of perjury under the laws of the United States of America that I have signed this document as my own free act and that all of the foregoing is true and correct.

Andrea Leone-Bay



Sam J. Milstein

Donald Sarubbi

Harry Leipold

DATED: _____

DATED: 8/5/01

DATED: _____

DATED: _____